



# Statement on Corporate Governance 企業管治報告

## Corporate Governance Structure

Hong Kong Housing Society, established in 1948 and incorporated in 1951 by the Hong Kong Housing Society Incorporation Ordinance (Cap 1059), is an independent, not-for-profit organisation governed by members.

The Housing Society operates under a two-tier board governance structure comprising a Supervisory Board and an Executive Committee. The Supervisory Board sets the vision, mission, core values and guiding principles of the Housing Society, which are the significant and integral elements to promulgate the values and beliefs of the Housing Society; the Executive Committee sets strategies and monitors the performance of the Management. The Housing Society is committed to upholding the highest standards of corporate governance in the balanced interests of our various stakeholders. Transparency and the pursuit of best practices are the cornerstones of this commitment which, coupled with our values and beliefs, ensure that we remain at the highest echelons of corporate citizenship.

## Membership of Housing Society

The Housing Society has a total of 113 members as at 31 March 2010, 47 of them serving on the Supervisory Board, the Executive Committee and various Committees.

The membership year of the Supervisory Board, the Executive Committee and the various Committees is the period between the holding of two consecutive annual general meetings. The term of office of Board and Committee members is normally three years, but one-third of the existing members of the Supervisory Board and the Executive Committee, excluding the ex officio members and the Chief Executive Officer and Executive Director of the Housing Society, retire every year to maintain a balance between continuity and the introduction of new blood.

## Supervisory Board and Executive Committee

### Supervisory Board

The Supervisory Board sets the Housing Society's vision, mission, core values, and guiding principles and oversees all nomination, election and audit functions. The Board appoints members to the Executive Committee, Audit Committee and Nominating Committee and oversees their performance. The Board also provides advice to the Executive Committee on issues of the Government, stakeholders' interests, public relations and changes in the external environment.

There were 25 members on the Supervisory Board as at 1 April 2009, comprising 20 elected members, four Government officials as ex officio members, namely the Permanent Secretary for Transport and Housing (Housing), Director of Lands, Director of Planning and Director of Buildings, and the Chief Executive Officer and Executive Director. At the 2009 Annual General Meeting (AGM) held on 29 September 2009, eight Supervisory Board members retired, including the Chairman, Mr Yeung Kasing, the Vice-Chairman, Mr Marco Wu Moon-hoi, and six other Supervisory Board members namely Mrs Cecilia Lee Yip Wai-kay, Mr David C Lee

## 企業管治架構

香港房屋協會成立於一九四八年，並於一九五一年根據《香港房屋協會法團條例》(第一零五九章)正式註冊，是一個由委員管治的獨立非牟利機構。

房協採取以監事會及執行委員會組成的雙層管治架構運作。監事會負責訂立房協的宗旨、目標、核心價值和方針，這些都是推廣房協的價值和信念不能或缺的一環；而執行委員會則負責制訂策略及監管管理層的表現。房協致力維持最高的企業管治水平，並平衡各持份者的利益。為了發揮良好的企業管治精神，我們保持高透明度，並追求最佳運作模式。在這基礎上，配合我們的核心信念，確保房協繼續成為企業公民的最高典範。

## 房協委員

截至二零一零年三月三十一日，房協的委員人數為一百一十三人，其中四十七人出任監事會、執行委員會及其他委員會委員。

監事會、執行委員會及其他委員會的委員年度是由房協應屆周年委員大會當日開始，至下屆周年委員大會召開當日為止。監事會及各委員會成員的任期一般為三年，但每年監事會及執行委員會均會有三分之一成員退任(當然委員及房協行政總裁兼執行總幹事除外)，以確保在延續性及引入新思維方面取得平衡。

## 監事會及執行委員會

### 監事會

監事會負責訂立房協的目標、宗旨、核心價值和方針，並監管所有提名、選舉及審核事宜。監事會亦負責委任執行委員會、審核委員會及提名委員會的成員，以及監管各委員會的表現，並就政府、持份者的權益、公共關係，以及外在環境的轉變，向執行委員會提供意見。

截至二零零九年四月一日，監事會共有二十五位成員，包括二十位經選舉產生的成員、四位由政府官員出任的當然委員(即運輸及房屋局常任秘書長(房屋)、地政總署署長、規劃署署長及屋宇署署長)，以及行政總裁兼執行總幹事。於二零零九年九月二十九日舉行的二零零九年周年委員大會中，有八位監事會成員退任，包括主席楊家聲先生及副主席鄺滿海先生，以及另外六位監事會成員李葉慧璣女士、李頌熹先生、梁國權先生、彭

Tsung-hei, Mr Lincoln Leong Kwok-kuen, Mr Kenneth Pang Tsan-wing, Mr Ian Grant Robinson and Mr Wilson Wong Chiu-sang, fulfilling the one-third retirement requirement. Mrs Cecilia Lee Yip Wai-kay and Mr David C Lee Tsung-hei had already served on the Supervisory Board for six consecutive years and were not eligible for re-election at the AGM. Mr Lincoln Leong Kwok-kuen opted not to stand for re-election. Mr Yeung Ka-sing, Mr Marco Wu Moon-hoi, Mr Kenneth Pang Tsan-wing, Mr Ian Grant Robinson and Mr Wilson Wong Chiu-sang stood for re-election and were successfully re-elected as Supervisory Board members at the AGM. Three other Housing Society members were elected to the Supervisory Board at the AGM, namely Mr Edgar Kwan Chi-ping, Mr James Siu Kai-lau and Dr Kennedy Wong Ying-ho. At the Supervisory Board Meeting held immediately after the AGM, Mr Yeung Ka-sing and Mr Marco Wu Moon-hoi were successfully re-elected as Chairman and Vice-Chairman of the Housing Society respectively. The Supervisory Board consisted of 25 members as at 31 March 2010.

Five Supervisory Board meetings were held during the financial year with an overall attendance rate of 78.4 per cent.

### Executive Committee

The Executive Committee approves strategies proposed by the Management, monitors Management performance and approves recommendations made by other Committees where appropriate as well as major decisions beyond the Management thresholds.

There were 12 members on the Executive Committee as at 1 April 2009, comprising the same Chairman and Vice-Chairman as the Supervisory Board, the Permanent Secretary for Transport and Housing (Housing) serving as an ex officio member, the Chief Executive Officer and Executive Director, and eight members appointed by the Supervisory Board. At the AGM held on 29 September 2009, five Executive Committee members retired, including the Chairman, Mr Yeung Ka-sing, the Vice-Chairman, Mr Marco Wu Moon-hoi, and three other Executive Committee members namely Ms Loretta Ho Pak-ching, Mr Josiah Kwok Chin-lai and Mr Michael Lee Tze-hau, fulfilling the one-third retirement rule. Mr Josiah Kwok Chin-lai and Mr Michael Lee Tze-hau had served on the Executive Committee for six consecutive years and were not eligible for re-appointment. Mr Yeung Ka-sing and Mr Marco Wu Moon-hoi, who had been re-elected as Chairman and Vice-Chairman of the Supervisory Board, continued to serve as the Chairman and the Vice-Chairman of the Executive Committee respectively. Ms Loretta Ho Pak-ching was re-appointed to the Executive Committee by the Supervisory Board on 29 September 2009. Two other Housing Society members, namely Mr Walter Chan Kar-lok and Mr Lincoln Leong Kwok-kuen, were appointed as Executive Committee members by the Supervisory Board on 29 September 2009. The Executive Committee consisted of 12 members as at 31 March 2010.

The Executive Committee held 12 meetings during the financial year with an overall attendance rate of 83.3 per cent.

贊榮先生、羅賓信先生及王潮生先生，以符合三分之一成員退任的規定。由於李葉慧瓊女士及李頌熹先生已連續六年出任監事會成員，故不合資格於周年委員大會上重選。梁國權先生選擇不再重選。於周年委員大會上，楊家聲先生、鄺滿海先生、彭贊榮先生、羅賓信先生及王潮生先生選擇重選，並成功連任監事會成員。另外三位獲選加入監事會的房協成員為關治平先生、蕭啟鑒先生及黃英豪博士。於緊隨周年委員大會後舉行的監事會會議上，楊家聲先生及鄺滿海先生分別成功重選為房協主席及副主席。在二零一零年三月三十一日，監事會共有二十五位成員。

監事會在本財政年度共舉行了五次會議，整體出席率為百分之七十八點四。

### 執行委員會

執行委員會負責審批管理層制訂的策略、監察管理層的表現，在適當的情況下批核其他委員會的建議，以及審批管理層權限以外的重要決策。

截至二零零九年四月一日，執行委員會共有十二位成員，包括監事會主席和副主席、由運輸及房屋局常任秘書長（房屋）出任的當然委員、行政總裁兼執行總幹事及八位由監事會委任的成員。於二零零九年九月二十九日舉行周年委員大會當日，五位執行委員會委員退任，包括主席楊家聲先生及副主席鄺滿海先生，以及另外三位執行委員會成員何柏貞女士、郭展禮先生及利子厚先生，以符合三分之一委員退任的規定。由於郭展禮先生及利子厚先生已連續六年出任執行委員會委員，故不合資格獲再委任。楊家聲先生及鄺滿海先生獲重選為監事會主席及副主席，並將繼續分別出任執行委員會主席及副主席。何柏貞女士於二零零九年九月二十九日獲監事會再委任為執行委員會成員。監事會在二零零九年九月二十九日委任另外兩位房協委員為執行委員會委員，包括陳家樂先生及梁國權先生。在二零一零年三月三十一日，執行委員會共有十二位成員。

執行委員會在本財政年度共舉行了十二次會議，整體出席率為百分之八十三點三。



## Other Committees

The Supervisory Board and the Executive Committee are supported by the Audit Committee, the Nominating Committee and the Remuneration Committee in specific areas of audit, membership nomination, overall compensation strategy and top Management remuneration.

### Audit Committee

The Audit Committee acts on behalf of the Supervisory Board to oversee the Housing Society's financial reporting and maintain a close, positive working relationship among external and internal auditors, Management personnel and other Committee members. The Committee also monitors the Housing Society's internal control system, overall ethical standards and compliance with applicable laws.

There were 11 members on the Audit Committee as at 1 April 2009, all of them were non-management members of the Housing Society. Neither the Chairman nor the Vice-Chairman of the Supervisory Board nor the Chairmen of other Committees shall be members of the Audit Committee. At the AGM held on 29 September 2009, five Audit Committee members retired, including the Chairman of the Audit Committee, Mr Ian Grant Robinson, and four other Audit Committee Members namely Mr David C Lee Tsung-hei, Mr Wong Chun-shiu, Mr Wilson Wong Chiu-sang and Mr Hugh Wu Sai-him. Mr Wilson Wong Chiu-sang and Mr Hugh Wu Sai-him had served on the Audit Committee for six consecutive years and therefore they were not eligible for re-appointment. Mr David C Lee Tsung-hei and Mr Wong Chun-shiu opted not to stand for re-appointment. At the Supervisory Board meeting immediately held after the AGM on 29 September 2009, Mr Ian Grant Robinson was re-appointed as Chairman of the Audit Committee. Four Housing Society members were appointed to the Audit Committee by the Supervisory Board, namely Mr Chung Shui-ming, Mr Edgar Kwan Chi-ping, Dr Tony Leung Ka-tung and Dr Kennedy Wong Ying-ho. The Audit Committee consisted of 11 members as at 31 March 2010.

The Audit Committee held four meetings during the financial year with an overall attendance rate of 57 per cent.

### Nominating Committee

The Nominating Committee acts on behalf of the Supervisory Board and oversees the Housing Society's membership nomination and election processes, and admission of new members to the Housing Society. It is dedicated to ensure that the Housing Society membership consists of a balanced mix of skill and professional background.

There were eight members on the Nominating Committee as at 1 April 2009, comprising the Chairman, the Vice-Chairman, the Permanent Secretary for Transport and Housing (Housing) serving as an ex officio member, the Chief Executive Officer and Executive Director, the immediate past Chairman, the immediate past Vice-Chairman, and other two members of the Supervisory Board. At the AGM held on 29 September 2009, one of the appointed Nominating Committee members, Mr Kenneth Pang Tsan-wing, retired which aligned with the expiry of his three-year term of office on the Supervisory Board. Also, Mrs Cecilia Lee Yip Wai-kay who had been serving on the Nominating Committee in the

## 其他委員會

監事會及執行委員會由審核委員會、提名委員會及薪酬委員會輔助執行職務。該三個委員會分別負責審核、委員提名、制訂整體薪酬策略及高級管理層薪酬等事宜。

### 審核委員會

審核委員會代表監事會審核房協的財務報告，並與外聘及內部審計師、管理層人員及其他委員會成員保持緊密和良好的合作關係。審核委員會亦監督房協的內部監管系統、整體操守水平及適用法例的合規情況。

截至二零零九年四月一日，審核委員會共有十一位成員，他們都是房協的非管理層成員。監事會主席、副主席及其他委員會主席均不能成為審核委員會的成員。在二零零九年九月二十九日舉行的周年委員大會當日，五位審核委員會成員退任，包括審核委員會主席羅實信先生，以及另外四位審核委員會成員李頌熹先生、黃振韶先生、王潮生先生及胡世謙先生。由於王潮生先生及胡世謙先生已連續六年出任審核委員會委員，故不合資格獲再委任。李頌熹先生及黃振韶先生選擇不再連任。於二零零九年九月二十九日緊隨周年委員大會後舉行的監事會會議上，羅實信先生獲再委任為審核委員會主席。監事會委任四位房協委員加入審核委員會，包括鍾瑞明先生、關治平先生、梁家棟博士及黃英豪博士。在二零一零年三月三十一日，審核委員會共有十一位成員。

審核委員會在本財政年度共舉行了四次會議，整體出席率為百分之五十七。

### 提名委員會

提名委員會代表監事會監察房協委員的提名及選舉，以及批核新委員加入房協的程序，致力確保房協委員具備均衡的技能及專業背景。

截至二零零九年四月一日，提名委員會共有八位成員，包括主席、副主席、由運輸及房屋局常任秘書長(房屋)出任的當然委員、行政總裁兼執行總幹事、上屆主席、上屆副主席及另外兩位監事會成員。於二零零九年九月二十九日舉行周年委員大會當日，其中一位提名委員會委員彭贊榮先生須退任，因其在監事會的三年任期已經屆滿而須於周年委員大會中退任監事會。另外，以房協上屆副主席身份出任提名委員會成員的李葉慧璣女士選擇退任提名委員會成員。彭贊榮先生於二



capacity of the immediate past Vice-Chairman of the Housing Society opted to retire from the Nominating Committee. The Supervisory Board on 29 September 2009 re-appointed Mr Kenneth Pang Tsan-wing, who had successfully been re-elected as Supervisory Board member at the AGM, to the Nominating Committee. The Nominating Committee consisted of seven members as at 31 March 2010.

The Nominating Committee held one meeting during the financial year with an overall attendance rate of 50 per cent.

### Remuneration Committee

The Remuneration Committee acts on behalf of the Executive Committee and oversees the Housing Society's overall compensation strategy and the remuneration of top Management. The Committee also oversees succession planning for the Chief Executive Officer and Executive Director and other top Management executives.

There were five members on the Remuneration Committee as at 1 April 2009. All members of the Remuneration Committee were non-management members of the Housing Society. At the AGM on 29 September 2009, two Remuneration Committee members, including the Chairman of Remuneration Committee, Ms Loretta Ho Pak-ching, and one other Member namely Mr Brian Renwick, retired. Mr Brian Renwick had served on the Remuneration Committee for six consecutive years and was therefore not eligible for re-appointment. Ms Loretta Ho Pak-ching was re-appointed as the Chairman of the Remuneration Committee by the Executive Committee on 9 October 2009. Three other Housing Society members, namely Mr David C Lee Tsung-hei, Dr Kim Mak Kin-wah and Mr James Ng Chi-ming, were also appointed to the Remuneration Committee by the Executive Committee on 9 October 2009. The Remuneration Committee consisted of seven members as at 31 March 2010.

The Remuneration Committee held two meetings during the financial year with an overall attendance rate of 68.5 per cent.

### Ad Hoc Committee on Fund Management

The Ad Hoc Committee on Fund Management was set up by the Executive Committee in 2003 to consider the size of the investment portfolios, establish the investment objectives and strategies, conduct analysis of the fund manager structure and recommend the appointment of professional fund managers.

There were six members on the Ad Hoc Committee on Fund Management as at 1 April 2009. The Ad Hoc Committee was chaired by Mr Lincoln Leong Kwok-kuen and comprised five members, namely Mr Stuart Hamilton Leckie, Mr Michael Lee Tze-hau, Mr Robert Leung Wing-tong, Mr Ian Grant Robinson and Mr Jacob Tsang Chung. Mr Michael Lee Tze-hau opted to retire from the Ad Hoc Committee on Fund Management at the 2009 AGM. The Ad Hoc Committee on Fund Management had five members as at 31 March 2010.

The Ad Hoc Committee on Fund Management held four meetings during the financial year with an overall attendance rate of 71.7 per cent.

零零九年周年委員大會上成功重選為監事會成員，並獲監事會再委任為提名委員會委員。於二零一零年三月三十一日，提名委員會共有七位成員。

提名委員會在本財政年度舉行了一次會議，整體出席率為百分之五十。

### 薪酬委員會

薪酬委員會代表執行委員會監察房協的整體薪酬策略及高級管理層的薪酬。另外，委員會亦負責監察行政總裁兼執行總幹事及其他高級管理層的繼任安排。

截至二零零九年四月一日，薪酬委員會共有五位成員，他們都是房協的非管理層成員。於二零零九年九月二十九日舉行周年委員大會當日，兩位薪酬委員會成員退任，包括薪酬委員會主席何柏貞女士及另一位成員尹力行先生。由於尹力行先生已連續六年出任薪酬委員會委員，故不合資格獲再委任。何柏貞女士獲執行委員會於二零零九年十月九日再委任為薪酬委員會主席。執行委員會於二零零九年十月九日另外委任三位房協委員加入薪酬委員會，包括李頌熹先生、麥建華博士及吳智明先生。在二零一零年三月三十一日，薪酬委員會共有七位成員。

薪酬委員會在本財政年度共舉行了兩次會議，整體出席率為百分之六十八點五。

### 基金管理專責研究委員會

基金管理專責研究委員會於二零零三年由執行委員會成立，負責研究投資組合的金額、制訂投資目標及策略、分析基金經理架構及推薦聘用專業基金經理。

在二零零九年四月一日，基金管理專責研究委員會共有六位成員。基金管理專責研究委員會由梁國權先生擔任主席，五位成員分別為李仕達先生、利子厚先生、梁永堂先生、羅實信先生及曾翀先生。利子厚先生選擇於二零零九年周年委員大會當日退任基金管理專責研究委員會。在二零一零年三月三十一日，基金管理專責研究委員會共有五位成員。

基金管理專責研究委員會於本財政年度召開了四次會議，整體出席率為百分之七十一點七。



### Special Committee on Elderly Housing

The Special Committee on Elderly Housing was set up by the Executive Committee in 2008 to give guidance and review Management's proposals for approval by the Executive Committee on the positioning and planning of the proposed elderly housing projects to be undertaken by the Housing Society.

There were eight members on the Special Committee on Elderly Housing as at 1 April 2009. The Special Committee on Elderly Housing was chaired by Mr Marco Wu Moon-hoi. Other members included Mr Chan Ka-kui, Ms Ophelia Chan Chiu-ling, Ms Loretta Ho Pak-ching, Ms Leonie Ki Man-fung and Professor David Lung Ping-ye. The Chairman of the Housing Society and the Chief Executive Officer and Executive Director were the ex officio members of this Special Committee. Two more members, namely Ms Katherine Hung Siu-lin and Mr Alex Lui Chun-wan, joined the Special Committee on 25 June 2009. The Special Committee on Elderly Housing had 10 members as at 31 March 2010.

The Special Committee on Elderly Housing held nine meetings during the financial year with an overall attendance rate of 77.3 per cent.

### Emoluments for Executive Committee Members

Non-ex officio members of the Executive Committee received an honorarium in recognition of their level of accountability. These emoluments are set by the Supervisory Board with current levels being effective since 1 April 2002. The Chairman and the Vice-Chairman are entitled to HK\$30,000 and HK\$15,000 per month respectively while HK\$7,500 per month is offered to each of the other non-ex officio members. As at 31 March 2010, three non-ex officio Executive Committee members had opted not to receive these emoluments.

### 長者房屋特別委員會

長者房屋特別委員會於二零零八年由執行委員會成立，負責就房協建議進行的長者房屋項目的定位及規劃提供指引，並審閱管理層的建議，以呈交執行委員會批准。

在二零零九年四月一日，長者房屋特別委員會共有八位成員。長者房屋特別委員會由鄺滿海先生擔任主席，其他成員分別為陳家駒先生、陳肖齡女士、何柏貞女士、紀文鳳女士及龍炳頤教授。房協主席及行政總裁兼執行總幹事均為長者房屋特別委員會的當然委員。另外兩位委員洪小蓮女士及雷震寰先生於二零零九年六月二十五日加入長者房屋特別委員會。在二零一零年三月三十一日，長者房屋特別委員會共有十位成員。

長者房屋特別委員會在本財政年度共舉行了九次會議，整體出席率為百分之七十七點三。

### 執行委員會委員的酬金

執行委員會的非當然委員均可獲發酬金，以肯定他們對房協職務的承擔。酬金的水平由監事會釐訂，現時的酬金水平於二零零二年四月一日起生效，其中主席每月為港幣三萬元、副主席每月為港幣一萬五千元，而其他非當然委員則每月為港幣七千五百元。在二零一零年三月三十一日，三位執行委員會非當然委員選擇不收取這項酬金。